

[Print on Letterhead]

[Relevant Director]

To:

The Directors

<< Name of Company >> Limited

<<Address>>

<<Address>>

<<Date>>

Dear Sirs,

Notice of interest in proposed transaction or arrangement with <<Name of Company>> Limited (the "Company")

Pursuant to section 184 of the Companies Act 2006, I hereby give you written notice that:

For the purposes of section 177(1) of the Companies Act 2006;

EITHER

I declare that I am interested in the proposed transaction or arrangement [<<describe nature of transaction or arrangement>>] and that the nature and extent of my interest [<<describe nature and extent of interest>>].

OR

I am connected with <<Name of Person>> and my connection with <<Name of Person>> is <<describe nature of connection>>; and I am to be regarded as interested in the proposed transaction or arrangement [<<Name of Person>> to <<describe nature of connection>>].

[In addition, I acknowledge that I have a direct or indirect interest, that I have a conflict of interest. I accept that for the purposes of section 177(1) of the Companies Act 2006, I have a conflict of interest if it falls within [the description] [or] [except for the description] [or] [except for the description].]

[the Notes attached to this Letter]

OR

[any guidance which the Company has given me]

OR

[the Company's Conflict of Interests Register] and notified to me by the Company

[I acknowledge that my disclosures of interests from time to time will be recorded in the Company's Conflicts of Interests Register.]

[I undertake to inform the Company of any change to information about me on the Register is necessary to keep the Register up to date, and to review the accuracy of

the information on an annual basis
described in the the Company's C

or it to be used for the purposes
and for no other purpose.]

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Director

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[Notes to Directors on what amounts to an “interest” and a “conflict of interest.”]

A conflict of interest is any situation where the interests or loyalties of a director could, or could be seen to, prevent him/her from making a decision only in the best interests of the company of which he/she is a director.

A conflict could arise where it is a situation where the director might gain a personal benefit in a situation, or where he/she has a conflict of interest with another organisation or person. When you consider whether there is or is not a conflict of interest, you should be aware that it can cover not only a financial benefit, but also to any type of duty, obligation, transaction, interest, situation or relationship which creates a conflict.

You should also note that you, as a director, might gain a personal benefit in order for you to have a conflict of interest with another organisation or person. When you consider whether there is or is not a conflict of interest, you should be aware that it can cover not only a financial benefit, but also to any type of duty, obligation, transaction, interest, situation or relationship which creates a conflict.

The following are examples of cases where you might have an interest to disclose if you, as a director, might gain a personal benefit in order for you to have a conflict of interest with another organisation or person. When you consider whether there is or is not a conflict of interest, you should be aware that it can cover not only a financial benefit, but also to any type of duty, obligation, transaction, interest, situation or relationship which creates a conflict.

- Current employment and a conflict of interest with another organisation or person.
- The person’s appointment to a directorship etc..
- The person’s membership of a company or special interest groups.
- The person’s investments in a company or special interest groups.
- Gifts or hospitality offered to a director or accepted in the company or special interest groups.
- Where the person has any other relationship with <<Name of Company>> [or any subsidiary].

These are only examples. Sometimes a conflict of interest might arise although not covered by the above.]

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Director

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Director